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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 3, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 24157-1 FILED

OCT 4 '02 11-00 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement Lot No. 2 (GCRTA-2002-KBC 1), dated as of September 30, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number

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The names and addresses of the parties to the enclosed document are:

Lessor: GCRTA-2002-KBC 1 STATUTORY TRUST  
c/o Wells Fargo Bank Northwest, National  
Association, Trustee  
213 Court Street  
Suite 902  
Middletown, Connecticut 06457

Lessee: Greater Cleveland Regional Transportation  
Authority  
1240 W.6th Street  
Cleveland, Ohio 44113-1331

Mr. Vernon A. Williams  
October 3, 2002  
Page 2

A description of the railroad equipment covered by the enclosed document is:

12 railcars with Greater Cleveland Regional Transportation Authority rail marks and with road numbers within the series 181 – 302, as specifically set forth on the Exhibit A to the filed document.

A short summary of the document to appear in the index is:

Memorandum of Lease Supplement Lot No. 2 (GCRTA-2002-KBC 1).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF LEASE SUPPLEMENT LOT NO. 2 (GCRTA-2002-KBC 1)**

Memorandum of Lease Supplement Lot No. 2 (GCRTA-2002-KBC 1), dated as of September 30, 2002 between **GCRTA-2002-KBC 1 STATUTORY TRUST**, a Connecticut statutory trust, as Lessor (the "**Lessor**"), and **GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY**, an independent political subdivision of the State of Ohio, as Lessee (the "**Lessee**").

**WITNESSETH:**

The undersigned have entered into that certain Lease Supplement Lot No. 2 (GCRTA-2002-KBC 1), dated as of September 30, 2002, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

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RECORDATION NO. 24157 FILED <sup>D</sup>

OCT 4 '02 11-00 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Supplement Lot No. 2 to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

GCRTA-2002-KBC 1 STATUTORY TRUST

By: Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly set forth herein, but solely as Trustee

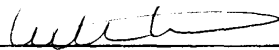
By:   
Name: ROBERT L. REYNOLDS  
Title: VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF Connecticut )  
 ) ss.  
COUNTY OF Middlesex )

On September 30, 2002, before me, William Kotkasky, personally came Robert L. Reynolds, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~she~~<sup>he</sup> executed the same in ~~her~~<sup>his</sup> authorized capacity and that by ~~her~~<sup>his</sup> signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.


Witness my hand and official seal.

  
Notary Public

My commission expires on February 28, 2007

LESSEE:

GREATER CLEVELAND REGIONAL  
TRANSIT AUTHORITY

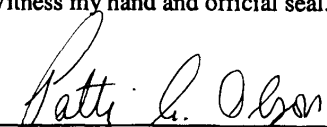
By:   
Name: Joseph A. Calabrese, CEO  
Title: General Manager/Secretary-Treasurer

ACKNOWLEDGMENT

STATE OF NEW YORK,  
COUNTY OF NEW YORK ss.

On Sept. 30, 2002, before me, Patti Olson, personally came Joseph Calabrese, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

  
Notary Public

My commission expires on \_\_\_\_\_, 20\_\_

PATTI A. OLSON  
Notary Public, State of New York  
No. 4738281  
Qualified in Dutchess County  
Certificate Filed in New York County  
Commission Expires August 31, 2005

**EXHIBIT A**  
**DESCRIPTION OF RAIL CARS; EQUIPMENT VALUES**  
**KBC LOT 2**

Description of Item of Equipment	Serial Number	Equipment Value
HRV	181	\$2,481,000.00
HRV	182	\$2,481,000.00
HRV	183	\$2,481,000.00
HRV	184	\$2,481,000.00
HRV	185	\$2,481,000.00
HRV	186	\$2,481,000.00
HRV	187	\$2,481,000.00
HRV	188	\$2,481,000.00
HRV	189	\$2,481,000.00
HRV	190	\$2,481,000.00
HRV	301	\$2,481,000.00
HRV	302	\$2,481,000.00
		<b>\$29,772,000.00</b>